

Law Offices of

**CHAPMAN AND CUTLER LLP**

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San Francisco, CA 94105  
(415) 541-0500

April 3, 2008

Salt Lake City  
201 South Main Street  
Salt Lake City, UT 84111  
(801) 533-0066

Anne K. Quinlan  
Acting Secretary  
Surface Transportation Board  
395 E Street, S.W.  
Washington, DC 20423-0001

RECORDATION NO. 20047-1 FILED

APR 03 '08 -8 00 AM

SURFACE TRANSPORTATION BOARD

Re: Refinancing of UPRR 1996-B Union Pacific Railroad Company  
Leveraged Lease Financing of Railroad Rolling Stock

Dear Ms. Quinlan:

I am enclosing for recording pursuant to Section 11301 of Title 49 of the United States Code, two executed copies of the Memorandum of Amended and Restated Equipment Description (UPRR 1996-B), dated as of April 7, 2008, between Wells Fargo Bank Northwest, N.A. (successor to First Security Bank of Utah, National Association), not in its individual capacity but solely as owner trustee of the UPRR 1996-B Trust, as lessor (the "Lessor"), and Union Pacific Railroad Company, as lessee (the "Lessee"), a secondary document as defined in the Surface Transportation Board's Rules for the Recordation of Documents.

The enclosed document relates to the Lease Agreement dated as of May 2, 1996 between the Lessee and the Lessor, a memorandum of which was recorded with the Surface Transportation Board on May 7, 1996 at 11:50 A.M. under recordation number 20047.

The names and addresses of the parties to the enclosed document are as follows:

Lessee: Union Pacific Railroad Company  
1400 Douglas Street  
Omaha, Nebraska 68179

Lessor: Wells Fargo Bank Northwest, N.A.  
299 South Main Street, 12th Floor  
MAC: U1228-120  
Salt Lake City, Utah 84111  
Attention: Corporate Trust Department  
(UPRR 1996-B)

The equipment covered as of the date hereof by the aforesaid Memorandum of Amended and Restated Equipment Description consists of 618 Covered Hopper Cars bearing the reporting

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marks and road numbers within the series UP 90850 through UP 91499, 61 Covered Gondola Cars bearing the reporting marks and road numbers within the series UP 249074 through UP 249134, inclusive and 283 Bi-Level Autoracks bearing the reporting marks and road numbers within the series UPL 92173 through UPL 92457, all as specifically described in Exhibit A attached hereto.

A short summary of the document to appear in the index follows:

**Memorandum of Amended and Restated Equipment Description (UPRR 1996-B).**

A fee of thirty-five dollars (\$35.00) is enclosed. Please time and date stamp the enclosed copy of the enclosed document along with the extra copy of this letter as proof of filing and recordation of the enclosed document and return the original and any extra copies of such document and this letter not needed by the Board for recordation to:

Robert Alvord  
Alvord and Alvord  
1050 Seventeenth Street, N.W.  
Suite 301  
Washington, DC 20036

If you have any questions or need further information, please do not hesitate to contact the undersigned (312-845-2991).

Sincerely,

CHAPMAN AND CUTLER LLP

By Michael D. Robson  
Michael D. Robson

MDR:kk  
Enclosures

Law Offices of  
CHAPMAN AND CUTLER LLP

EXHIBIT A

UNITS

EQUIPMENT	QUANTITY	REPORTING MARKS
Covered Hopper Cars	618	UP 90850 - UP 90887 UP 90889 - UP 90919 UP 90921 - UP 90931 UP 90933 - UP 90957 UP 90959 - UP 91065 UP 91067 - UP 91092 UP 91094 - UP 91097 UP 91099 - UP 91104 UP 91106 - UP 91109 UP 91112 UP 91114 - UP 91117 UP 91119 - UP 91150 UP 91152 - UP 91186 UP 91188 - UP 91227 UP 91229 - UP 91245 UP 91247 - UP 91261 UP 91264 - UP 91294 UP 91296 - UP 91304 UP 91306 - UP 91319 UP 91321 - UP 91323 UP 91325 - UP 91329 UP 91331 - UP 91347 UP 91349 - UP 91358 UP 91360 - UP 91367 UP 91369 - UP 91389 UP 91391 - UP 91406 UP 91408 - UP 91419 UP 91421 - UP 91462 UP 91464 - UP 91475 UP 91477 - UP 91495 UP 91497 - UP 91499
Covered Gondola Cars	61	UP 249074 - UP 249134

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**Bi-Level Autoracks**

**283**

**UPL 92173 - UPL 92346  
UPL 92348 - UPL 92396  
UPL 92398 - UPL 92457**

APR 03 '08

-8 00 AM

**MEMORANDUM OF AMENDED AND RESTATED EQUIPMENT DESCRIPTION  
(UPRR 1996-B)**

SURFACE TRANSPORTATION BOARD

Memorandum of Amended and Restated Equipment Description (UPRR 1996-B) effective as of April 7, 2008, by and between Wells Fargo Bank Northwest, N.A. (successor to First Security Bank of Utah, National Association), a national banking association, not in its individual capacity, but solely as Owner Trustee of the UPRR 1996-B Trust, as Lessor ("*Lessor*"), and Union Pacific Railroad Company, a Delaware corporation, as Lessee ("*Lessee*").

**WITNESSETH:**

1. The undersigned have entered into a Lease Agreement dated as of May 2, 1996 (as amended, supplemented or modified, the "*Lease*"), whereby the Lessor has agreed to lease to Lessee and Lessee has agreed to lease from the Lessor certain railroad equipment.

2. A memorandum of the Lease was recorded with the Surface Transportation Board on May 7, 1996 at 11:50 A.M. under recordation number 20047 pursuant to Section 11301 of Title 49 of the United States Code.

3. The undersigned now desire to amend and restate the description of all railroad equipment currently subject to the Lease (the "*Equipment*"), the reporting marks and the road numbers of said Equipment. In connection therewith, attached hereto as Exhibit A is a true, correct and complete description of the Equipment and the reporting marks and road numbers of such Equipment as of the date hereof. Said Exhibit A shall amend and restate, effective as of the date first set forth hereinabove, all prior schedules, exhibits or other documents containing a description of the units of railroad equipment subject to the Lease and the reporting marks and the road numbers of said equipment.

IN WITNESS WHEREOF, the parties hereto have each caused this memorandum to be duly executed by their respective officers duly authorized as of the date and year first above written.

WELLS FARGO BANK NORTHWEST, N.A., not in its individual capacity, but solely as Owner  
Trustee of the UPRR 1996-B Trust

By H. Russell Hettinger  
Name: H. Russell Hettinger  
Title: Vice President

Executed on this 20<sup>th</sup> day of March, 2008.

UNION PACIFIC RAILROAD COMPANY

By \_\_\_\_\_  
Name: Gary W. Grosz  
Title: Assistant Treasurer

Executed on this \_\_\_\_ day of March, 2008.

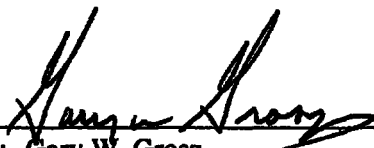
IN WITNESS WHEREOF, the parties hereto have each caused this memorandum to be duly executed by their respective officers duly authorized as of the date and year first above written.

WELLS FARGO BANK NORTHWEST, N.A., not in  
its individual capacity, but solely as Owner  
Trustee of the UPRR 1996-B Trust

By \_\_\_\_\_  
Name:  
Title:

Executed on this \_\_\_\_ day of March, 2008.

UNION PACIFIC RAILROAD COMPANY

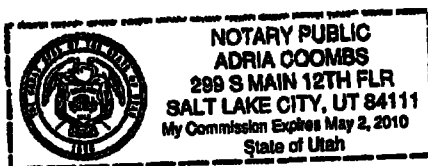
By  \_\_\_\_\_  
Name: Gary W. Grosz  
Title: Assistant Treasurer

Executed on this 25<sup>th</sup> day of March, 2008.

STATE OF UTAH )  
 ) SS.:  
COUNTY OF SALT LAKE )

On this, the 20<sup>th</sup> day of March, 2008, before me, a Notary Public in and for said County and State, personally appeared H. Russell Hettinger, who being by me duly sworn, says that (s)he is the Vice President of WELLS FARGO BANK NORTHWEST, N.A., that said instrument was signed on March 20, 2008 on behalf of said association by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said association.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.



(SEAL)

Adria Coombs  
Name: \_\_\_\_\_  
Notary Public  
My Commission Expires: \_\_\_\_\_  
Residing in \_\_\_\_\_

STATE OF NEBRASKA )  
 ) SS:  
COUNTY OF DOUGLAS )

On this, the \_\_\_\_ day of March, 2008, before me, a Notary Public in and for said County and State, personally appeared Gary W. Grosz, who being by me duly sworn, says that he is the Assistant Treasurer of UNION PACIFIC RAILROAD COMPANY, that said instrument was signed on March \_\_\_\_, 2008, on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.

\_\_\_\_\_  
Name: \_\_\_\_\_  
Notary Public  
My Commission Expires: \_\_\_\_\_  
Residing in \_\_\_\_\_

(SEAL)



STATE OF UTAH                    )  
  )     SS.:  
COUNTY OF SALT LAKE        )

On this, the \_\_\_\_\_ day of March, 2008, before me, a Notary Public in and for said County and State, personally appeared \_\_\_\_\_, who being by me duly sworn, says that (s)he is the \_\_\_\_\_ of WELLS FARGO BANK NORTHWEST, N.A., that said instrument was signed on March \_\_\_\_, 2008 on behalf of said association by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said association.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.

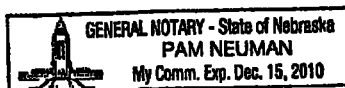
(SEAL)

\_\_\_\_\_  
Name:  
Notary Public  
My Commission Expires:  
Residing in \_\_\_\_\_

STATE OF NEBRASKA            )  
  )     SS.:  
COUNTY OF DOUGLAS         )

On this, the 25<sup>th</sup> day of March, 2008, before me, a Notary Public in and for said County and State, personally appeared Gary W. Grosz, who being by me duly sworn, says that he is the Assistant Treasurer of UNION PACIFIC RAILROAD COMPANY, that said instrument was signed on March 25, 2008, on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.



(SEAL)

Pam Neuman  
\_\_\_\_\_  
Name: Pam Neuman  
Notary Public  
My Commission Expires: 12-15-2010  
Residing in Omaha NE

**EXHIBIT A****UNITS**

<b>EQUIPMENT</b>	<b>QUANTITY</b>	<b>REPORTING MARKS</b>
<b>Covered Hopper Cars</b>	<b>618</b>	UP 90850 - UP 90887 UP 90889 - UP 90919 UP 90921 - UP 90931 UP 90933 - UP 90957 UP 90959 - UP 91065 UP 91067 - UP 91092 UP 91094 - UP 91097 UP 91099 - UP 91104 UP 91106 - UP 91109 UP 91112 UP 91114 - UP 91117 UP 91119 - UP 91150 UP 91152 - UP 91186 UP 91188 - UP 91227 UP 91229 - UP 91245 UP 91247 - UP 91261 UP 91264 - UP 91294 UP 91296 - UP 91304 UP 91306 - UP 91319 UP 91321 - UP 91323 UP 91325 - UP 91329 UP 91331 - UP 91347 UP 91349 - UP 91358 UP 91360 - UP 91367 UP 91369 - UP 91389 UP 91391 - UP 91406 UP 91408 - UP 91419 UP 91421 - UP 91462 UP 91464 - UP 91475 UP 91477 - UP 91495 UP 91497 - UP 91499
<b>Covered Gondola Cars</b>	<b>61</b>	UP 249074 - UP 249134

**Bi-Level Autoracks**

**283**

**UPL 92173 - UPL 92346**

**UPL 92348 - UPL 92396**

**UPL 92398 - UPL 92457**

**CERTIFICATION**

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: 4/3/08



\_\_\_\_\_  
Robert W. Alvord